UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6) AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APP	PROVAL
OMB NUMBER: Expires:	3235-0076 April 30, 2008
Estimated average	burden
hours per response.	16.00

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	Date Received		
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Name of Offering ' (check if this is at ThirdForce plc Ordinary Shares	n amendment and name has changed, and indica-	te change.)	
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 🔂 Rule 50	06 🔯 Section 4(6)	ULOE
Type of Filing: ☐ New Filing ☐	Amendment		
	A. BASIC IDENTIFICATION DA	ATA	
1. Enter the information requested about th	e issuer		
Name of Issuer (☐ Check if this is an arr ThirdForce plc	nendment and name has changed, and indicate ch	ange.)	
Address of Executive Offices	(Number and Street, City, State, Zi	p Code) Telephone	Number (Including Area Code)
No. 1 Deansgrange Business Park, Blackro	ck, County Dublin, Ireland	011 355 1	289 1989
Address of Principal Business Operations	(Number and Street, City, State, Zi	p Code) Telephone	Number (Including Area Code)
(if different from Executive Offices)	PROCESSED		I denna agni irrk geni arbk genir arke anda anda bila anda anda anda anda anda anda anda an
Brief Description of Business			
Provider of e-learning solutions.	JUL 1 2 2007 左		
	THOMSON		07070286
Type of Business Organization	FINANCIA;		
□ corporation	☐ limited partnership, already formed	other (please)	• • •
☐ business trust	☐ limited partnership, to be formed	public limited co	ompany
Actual or Estimated Date of Incorporation Jurisdiction of Incorporation or Organization	or Organization: On: (Enter two-letter U.S. Postal Service abbrevi CN for Canada; FN for other foreign juris		ctual

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

are not required to respond unless the form displays a currently valid OMB control number.

<u> </u>		A. BASIC IDENTIFICA	TION DATA		
Enter the information requested Each promoter of the issu Each beneficial owner ha	ier, if the issuer has	been organized within the ote or dispose, or direct the	past five years; vote or disposition of, 10	% or more of a cl	ass of equity securities of
the issuer;	nd director of corpor	rate issuers and of corporat			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)	· -	-		
McDonagh, Patrick					
Business or Residence Address c/o ThirdForce plc	,	er and Street, City, State, Zi	ip Code)		
No. 1 Deansgrange Business Park, Check Box(es) that Apply:	☐ Promoter	Dublin, Ireland Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or
			Executive officer	<u> </u>	Managing Partner
Full Name (Last name first, if indiv	/idual)				
O'Sullivan, Brendan Business or Residence Address	Alumba	er and Street, City, State, Z	in Code)		
c/o ThirdForce plc	,	•	ip Code)		
No. I Deansgrange Business Park, Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if indi-	vidual)				Managing Partner
McGovern, Eimer	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				
Business or Residence Address c/o ThirdForce plc	(Numbe	er and Street, City, State, Z	ip Code)		
No. 1 Deansgrange Business Park,	Blackrock, County	Dublin, Ireland			_
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if indi-	vidual)				
Maguire, Alan					
Business or Residence Address c/o ThirdForce plc	(Numbe	er and Street, City, State, Z	ip Code)		
No. 1 Deansgrange Business Park,	•		5 F .: 005	5 D'	D.C
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if indi-	vidual)				
McMahon, Denis					
Business or Residence Address c/o ThirdForce plc		er and Street, City, State, Z	ip Code)		
No. 1 Deansgrange Business Park,			☐ Executive Officer	Diseases	C Casani and/an
Check Box(es) that Apply:		☐ Beneficial Owner	Li Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if indi-	vidual)				
Newton, Mike		10 0 0			
Business or Residence Address c/o ThirdForce plc	•	er and Street, City, State, Z	ip Code)		
No. 1 Deansgrange Business Park, Check Box(es) that Apply:	Blackrock, County ☐ Promoter	Dublin, Ireland Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if indi	vidual)		<u> </u>		Managing Partner
Costello, Michael					
Business or Residence Address c/o ThirdForce plc	(Numbe	er and Street, City, State, Z	ip Code)		
No. 1 Deansgrange Business Park,	Blackrock, County	Dublin, Ireland			

				B. INF	ORMATIO	N ABOUT	OFFERI	NG				
Has the issu	ier sold, or	does the iss	ner intend to	n sell, to no	n accredited	investors ir	this offerin	ıg?				√o ⊠
							if filing und	_				_
					••		-					
2. What is the	minimum	investment	that will be	accepted fro	om any indi	vidual?	*************				\$ <u>NA</u>	
3. Does the of	Faring norm	nit ioint our	sambin of a	ainala unit?								No ⊠
												_
4. Enter the in remuneration f of a broker or of listed are associ Full Name (La N/A	or solicitati dealer regis tiated perso	ion of purch tered with t ns of such a	asers in con he SEC and a broker or o	nection with or with a st	h sales of se ate or states	curities in t , list the na	he offering. me of the br	If a person oker or deal	to be listed ler. If more	is an assoc than five (.	iated perso	
10//												
Business or Re	sidence Ad	ldress (Num	ber and Str	eet, City, St	ate, Zip Cod	le)						
Name of Assoc	ciated Brok	er or Dealer	r									
States in Which (Check "A					licit Purchas						🗆 A	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (La	ist name tir	st, if individ	iuai)									
Business or Re	sidence Ac	ldress (Num	ber and Str	eet, City, St	ate, Zip Coo	le)						<u> </u>
Name of Asso	ciated Brok	er or Deale										
			-									
States in Whic						sers						11 C+-+
(Check "A [AL]	(II State" of	r check indi [AZ]	vidual State [AR]	s) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	🗆 A (HI)	II States
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	(TX)	[UT]	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]
Full Name (La	<u> </u>			<u>,</u> ,		. ,		. ,	<u>, , , , , , , , , , , , , , , , , , , </u>			
•		•	,									
Business or Re	sidence Ac	idress (Nun	nber and Str	cet, City. St	ate, Zip Coo	le)						
				,,,		,						
Name of Associ	ciated Brok	er or Deale	r		·						•	
States in Whic						sers				-	D A	II States
		r uneck indi	vidual State	s)			IDEI	(DC)	(E)]		[HI]	
All	All State" of	[A7]	[AR1	(CA1	ICOL	10.11	HUEL					יכונו
[AL] (IL)	[AK]	[AZ]	[AR] [KS]	(CA)	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]		[ID] (MO]
[AL] [IL] [MT]		[AZ] [IA] [NV]	[AR] [KS] [NH]	(CA) (KY) [NJ)	[CO] [LA] [NM]	[CT] [ME] [NY]	[MD] [NC]	[MA] [ND]	[PL] [MI] [OH]	[GA] [MN] [OK]	[MS] [OR]	[ID] [MO] [PA]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount

Type of Security		Aggregate Offering Price	Amount Already Sold
Debt		\$	s 0
		\$9,000,000	
-4 /	☑ Common 🗅 Preferred	<u> </u>	
Convertible Securities (include	ding warrants)	\$	\$ <u>0</u>
Partnership Interests		\$	\$ <u>0</u>
Other (Specify)	\$	\$ <u> </u>
Total	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$ <u>9,000,000</u>	\$9,000,000
Answe	r also in Appendix, Column 3, if filing under ULOE.		
offering and the aggregate dollar	nd non-accredited investors who have purchased securities in this amounts of their purchases. For offerings under Rule 504, indicate purchased securities and the aggregate dollar amount of their purchases swer is "none" or "zero."	Number Investors	Aggregate Dollar Amoun of Purchases
Accredited Investors		11	\$ <u>8,971,206</u>
Non-accredited Investors		6	\$ 28,794
Total (for filings under	Rule 504 only)		\$ <u>0</u>
Answe	r also in Appendix, Column 4, if filing under ULOE.		
sold by the issuer, to date, in offer	ler Rule 504 or 505, enter the information requested for all securities rings of the types indicated, the twelve (12) months prior s offering. Classify securities by type listed in Part C - Question 1.		
Type of offering		Type of Security	Dollar Amoun Sold
Rule 505			\$ <u>-</u>
Regulation A			s
Rule 504			\$ <u></u>
Total			s <u>-</u>
securities in this offering. Ex The information may be give	enses in connection with the issuance and distribution of the sclude amounts relating solely to organization expenses of the issuer. In as subject to future contingencies. If the amount of an expenditure mate and check the box to the left of the estimate.		
Transfer Agent's Fees	,,,,,		□ \$ _0
Printing and Engraving Cost	s		s _0
Legal Fees			Ճ \$ <u>15,000</u>
Accounting Fees		•••••	□ \$ <u></u> 0
Engineering Fees			□ \$ <u>0</u>
Sales Commissions (specify	finders' fees separately)		□ \$ <u>0</u>
Other Expenses (identify)			□ \$ <u>0</u>
Total		,,	□ \$ <u>0</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PE	ROCEEDS		
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	\$8,985,000			
. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		Payments to Officers, Directors, & Affiliates	Payments To Others	
	-			
Salaries and fees			□ \$	
Purchase of real estate			□ \$	
Purchase, rental or leasing and installation of machinery and equipment			_ \$	
Construction or leasing of plant buildings and facilities	u	3	□ 3	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another				
issuer pursuant to a merger)	D	\$	№ \$ <u>8,985,000</u>	
Repayment of indebtedness		s	□ \$	
Working Capital		s	□ \$	
Other (specify):		S	o \$	
		s		
Column Totals		\$	№ \$ <u>8,985,000</u>	
Total Payments Listed (Column totals added)		⊠ \$ <u>8</u> .	985,000	
D. FEDERAL SIGNATURE				
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commiss information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 50	ion, u	under <u>Rule 505</u> son written requ	i, the following est of its staff, the	
ssuer (Print or Type) Signature		Date		
TherdForce plc		28/	6/07	
Name of Signer (Print or Type) Title of Signer (Print or Type)		_	•	
Einen M' Govern C. F.O				

— ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)